

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

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| <b>Name of entity</b> CogState Limited |
| <b>ABN</b> 80 090 975 723              |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

|                            |               |
|----------------------------|---------------|
| <b>Name of Director</b>    | Martyn Myer   |
| <b>Date of last notice</b> | 23 March 2009 |

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

|   |   |                 |            |                  |           |                  |         |
|---|---|-----------------|------------|------------------|-----------|------------------|---------|
| <b>Direct or indirect interest</b>  | Indirect  |                 |            |                  |           |                  |         |
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | MF Custodians Ltd as nominee for The Myer Family Office Ltd as custodian for Martyn Myer (through two entities - Mpyer Investments Pty Ltd ATF The M K Myer Family Settlement and Myer & Myer Pty Ltd ATF Whereabouts Superannuation Fund)  |                 |            |                  |           |                  |         |
| <b>Date of change</b>   | 23 March 2009   |                 |            |                  |           |                  |         |
| <b>No. of securities held prior to change</b>   | <table style="width: 100%; border: none;"> <tr> <td style="padding: 0 20px;">Ordinary shares</td> <td style="text-align: right;">11,125,030</td> </tr> <tr> <td style="padding: 0 20px;">Investor options</td> <td style="text-align: right;">1,080,150</td> </tr> <tr> <td style="padding: 0 20px;">Employee Options</td> <td style="text-align: right;">655,112</td> </tr> </table> | Ordinary shares | 11,125,030 | Investor options | 1,080,150 | Employee Options | 655,112 |
| Ordinary shares   | 11,125,030  |                 |            |                  |           |                  |         |
| Investor options  | 1,080,150   |                 |            |                  |           |                  |         |
| Employee Options  | 655,112   |                 |            |                  |           |                  |         |
| <b>Class</b>  | Ordinary Shares   |                 |            |                  |           |                  |         |
| <b>Number acquired</b>  | 8,086   |                 |            |                  |           |                  |         |
| <b>Number disposed</b>  | Nil   |                 |            |                  |           |                  |         |

+ See chapter 19 for defined terms.

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|   |  |                 |            |                  |           |                  |         |
|---|--|-----------------|------------|------------------|-----------|------------------|---------|
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation   | \$1,819.35   |                 |            |                  |           |                  |         |
| <b>No. of securities held after change</b>  | <table> <tr> <td>Ordinary shares</td> <td>11,133,116</td> </tr> <tr> <td>Investor options</td> <td>1,080,150</td> </tr> <tr> <td>Employee Options</td> <td>655,112</td> </tr> </table> | Ordinary shares | 11,133,116 | Investor options | 1,080,150 | Employee Options | 655,112 |
| Ordinary shares   | 11,133,116   |                 |            |                  |           |                  |         |
| Investor options  | 1,080,150  |                 |            |                  |           |                  |         |
| Employee Options  | 655,112  |                 |            |                  |           |                  |         |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | On market purchase of ordinary shares.   |                 |            |                  |           |                  |         |

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

|  |  |
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| <b>Detail of contract</b>  |  |
| <b>Nature of interest</b>  |  |
| <b>Name of registered holder (if issued securities)</b>  |  |
| <b>Date of change</b>  |  |
| <b>No. and class of securities to which interest related prior to change</b><br>Note: Details are only required for a contract in relation to which the interest has changed |  |
| <b>Interest acquired</b>   |  |
| <b>Interest disposed</b>   |  |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and an estimated valuation   |  |
| <b>Interest after change</b>   |  |

+ See chapter 19 for defined terms.